

# **EXHIBIT - A**

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
	:	
W.R. GRACE & CO., <i>et. al.</i>	:	Case No. 01-1139 (JKF)
	:	
Debtors	:	(Jointly Administered)
	:	Hearing Date: December 18, 2006 at 2:00 p.m.
	:	Objections Due: December 1, 2006 at 4:00 p.m.
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**ORDER APPROVING TWENTY-FIRST QUARTERLY  
FEE APPLICATION OF PRICEWATERHOUSECOOPERS LLP,  
AUDITORS AND TAX CONSULTANTS FOR DEBTORS, FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the Twentieth Quarterly Fee Application of PricewaterhouseCoopers LLP ("PwC"), Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses, incurred during the interim period April 1, 2006 through June 30, 2006, dated November 13, 2006 (the "Application"); and upon the Certification of William Bishop in support of the Application; and upon a hearing having been held before this Court to consider the Twentieth Quarterly Fee Application on December 18, 2006 at 2:00 p.m.; and upon notice having been given pursuant to Bankruptcy Rule 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto, and sufficient cause having been shown therefore, it is hereby:

ORDERED that the Twent-first Quarterly Fee Application is approved, and it is further

ORDERED that the compensation for services rendered in the amount of \$251,138.10 (plus \$5,437.50 for preparing the related fee applications) and expenses in the aggregate amount of \$2,097.33 is hereby granted to PwC.

Dated: \_\_\_\_\_, 2006

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Judith K. Fitzgerald  
United States Bankruptcy Judge